

PAUL LACKEY, ESQ.  
 MICHAEL AIGEN, ESQ.  
 ROSS MORTILLARO, ESQ.  
 LACKEY HERSHMAN, LLP  
 3102 Oak Lawn Ave., Ste. 700  
 Dallas, Texas 75219  
 Phone: (214) 560-2201

E-FILED ON:

10-6-06

- and -

CiCi CUNNINGHAM, ESQ.  
 Nevada Bar No.: 4960  
 JAMES A. KOHL, ESQ.  
 Nevada Bar No.: 5692  
 CHRISTINE A. ROBERTS, ESQ.  
 Nevada Bar No.: 6472  
 RAWLINGS, OLSON, CANNON,  
 GORMLEY & DESRUISSEAU  
 9950 West Cheyenne Avenue  
 Las Vegas, NV 89129  
 Phone: (702) 384-4012  
 Fax: (702) 383-0701  
 Email: [bankruptcy@rocgd.com](mailto:bankruptcy@rocgd.com)

Attorneys for Creditors,  
 Prospect High Income Fund,  
 ML CBO IV (Cayman) Ltd.,  
 PAMCO Cayman, Ltd.,  
 PAM Capital Funding, L.P.,  
 Highland Crusader Fund, Ltd.,  
 and PCMG Trading Partners XXII, L.P.

UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA

In re: )  
 USA COMMERCIAL MORTGAGE COMPANY, )  
 Debtor. )  
 )  
 )  
 )  
 )  
 )

CASE NO.: BK-S-06-10725-LBR  
 CASE NO.: BK-S-06-10726-LBR  
 CASE NO.: BK-S-06-10727-LBR  
 CASE NO.: BK-S-06-10728-LBR  
 CASE NO.: BK-S-06-10729-LBR

In re: )  
 USA CAPITAL REALTY ADVISORS, LLC, )  
 Debtor. )  
 )  
 )

Chapter 11

In re: )  
 USA CAPITAL DIVERSIFIED TRUST DEED )  
 FUND, LLC, )  
 Debtor. )  
 )

Jointly Administered Under  
 Case No. BK-S-6-10725-LBR

In re: )  
 USA CAPITAL FIRST TRUST DEED FUND, LLC, )  
 Debtor. )  
 )  
 )

DESIGNATION OF LOCAL  
COUNSEL AND CONSENT  
THERETO

Law Office of  
 RAWLINGS, OLSON, CANNON  
 GORMLEY & DESRUISSEAU  
 a Professional Corporation  
 9950 West Cheyenne Avenue  
 Las Vegas, Nevada 89129  
 Telephone: (702) 383-0701  
 Fax: (702) 384-4012

In re: )  
 USA SECURITIES, LLC, )  
 Debtor. )

Affects: )  
☒ All Debtors )  
☐ USA Commercial Mortgage Company )  
☐ USA Capital Realty Advisors, LLC )  
☐ USA Capital Diversified Trust Deed Fund, LLC )  
☐ USA Capital First Trust Deed Fund, LLC )  
☐ USA Securities, LLC, )

**HEARING:**

**Date: N/A**

**Time: N/A**

### DESIGNATION OF LOCAL COUNSEL AND CONSENT THERETO

The undersigned attorney for Prospect High Income Fund, ML CBO IV (Cayman) Ltd., PAMCO Cayman, Ltd., PAM Capital Funding, L.P., Highland Crusader Fund, Ltd., and PCMG Trading Partners XXII, L.P., creditors herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only". Not being admitted to the bar of this Court, and not maintaining an office in the District of Nevada for the practice of law, he believes it to be in the best interests of the clients(s) to designate CiCi Cunningham, Esq., attorney at law, member of the State Bar of Nevada and previously admitted to practice before the above-entitled Court, as associate local counsel in this action. The address of said designated Nevada Counsel is :

CiCi CUNNINGHAM, ESQ.  
 Nevada Bar No.: 4960  
 RAWLINGS, OLSON, CANNON,  
 GORMLEY & DESRUISSEAU  
 9950 West Cheyenne Avenue  
 Las Vegas, NV 89129  
 Phone: (702) 384-4012  
 Fax: (702) 383-0701  
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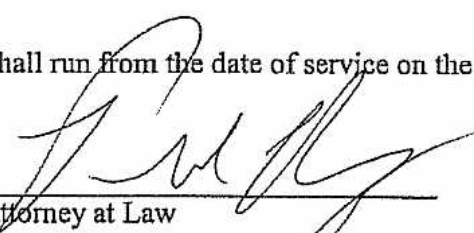
By this designation the undersigned attorneys and party(ies) agree that all documents and other papers issued out of this Court in the above-entitled case may be served on the designated local counsel. Further, said local counsel shall be responsible for providing copies of the same to the co-counsel. Further, this designation constitutes agreement and authorization by the undersigned for the designated local counsel to sign stipulations binding on all of us. The time

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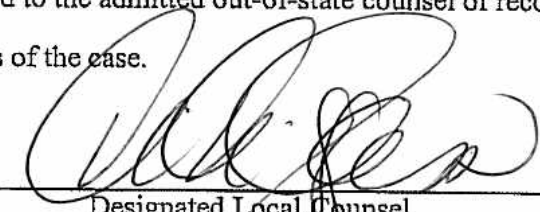
for performing any act under applicable Rule shall run from the date of service on the local counsel.

  
Attorney at Law

Counsel for Creditors,  
Prospect High Income Fund,  
ML CBO IV (Cayman) Ltd.,  
PAMCO Cayman, Ltd.,  
PAM Capital Funding, L.P.,  
Highland Crusader Fund, Ltd.,  
and PCMG Trading Partners XXII, L.P.

**CONSENT OF DESIGNATED NEVADA COUNSEL**

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that she is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

  
Designated Local Counsel

**APPOINTMENT OF DESIGNATED NEVADA COUNSEL**

The undersigned party(ies) appoint (s) CiCi Cunningham, Esq. as their Designated Nevada Counsel in this case.

SEE ATTACHED #  
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\_\_\_\_\_

Law Offices of  
RAWLINGS, OLSON, CANNON  
GORMLEY & DESRUSSAUX  
Attorneys  
9950 West Cleveland Avenue  
Las Vegas, Nevada 89129  
(702) 384-4012 Telecopier (702) 383-0701



for performing any act under applicable Rule shall run from the date of service on the local counsel.

SEE ATTACHED H

Attorney at Law

Counsel for Creditors,  
Prospect High Income Fund,  
ML CBO IV (Cayman) Ltd.,  
PAMCO Cayman, Ltd.,  
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SEE ATTACHED H

Designated Local Counsel

**APPOINTMENT OF DESIGNATED NEVADA COUNSEL**

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